

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 454 OF 2016

In the matter of the Companies Act,
1956 (1 of 1956) (or any re-
enactment thereof upon effectiveness
of Companies Act, 2013);

AND

In the matter of Section 391 to 394
and Sections 100 to 103 of the
Companies Act, 1956 read with
Section 52 of the Companies Act,
2013;

AND

In the matter of Scheme of
Arrangement
Between Roche Diagnostics India
Private Limited with Roche Diabetes
Care India Private Limited and Their
Respective Shareholders

ROCHE DIABETES CARE INDIA)
PRIVATE LIMITED, a Company)
incorporated under the Companies)
Act, 1956 and having its registered)
office at 601-B, Silver Utopia,)

Cardinal Gracious Road, Chakala,)

Andheri East, Mumbai 400069 India)

).....Applicant Company

Called for Direction for hearing

Mr. Hemant Sethi i/b. Hemant Sethi & Co. Advocates for the Applicant.

Coram: B.P. Colabawalla, J

Dated: 1st July 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Hemant Sethi instructed by Hemant Sethi & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 18th Day of May, 2016 of Mr. Sameer Madhusudan Agarwal, authorized signatory of the Applicant Company, in support of Summons for Direction and the exhibits therein referred to, **IT IS ORDERED THAT:**

1. The convening and holding of the meeting of the Equity Shareholders of the Applicant Company for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of Arrangement between Roche Diagnostics India Private Limited and Roche Diabetes Care India Private Limited and their respective shareholders is dispensed with in view of the consent given by all the Equity Shareholders of the Applicant Company, which are annexed as **Exhibits "H1 to H2"** to the Affidavit in Support of Company Summons for Direction.
2. The question of convening and holding meeting of Secured Creditors and Unsecured Creditors does not arise as there are no Secured

Creditors and Unsecured Creditors in the Applicant Company as stated in paragraph 18 of the Affidavit in Support of Company Summons for Direction.

(B.P. Colabawalla, J.)

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of original signed order.

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